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Proposed Special Counsel to the Debtors and Debtors-In-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In Re:

Chapter 11

GENERAL MOTORS CORPORATION, *et al.*,

Case No. 09-50026
(Jointly Administered)

Debtors.

Hon. Robert E. Gerber

**SUPPLEMENTAL DECLARATION OF ROBERT B. WEISS
AND DISCLOSURE STATEMENT IN SUPPORT OF THE
APPLICATION UNDER 11 U.S.C. §327(e) TO EMPLOY AND
RETAIN HONIGMAN MILLER SCHWARTZ AND COHN LLP
AS SPECIAL COUNSEL FOR THE DEBTORS,
NUNC PRO TUNC, TO THE PETITION DATE**

Robert B. Weiss declares as follows:

1. I am a partner in the law firm of Honigman Miller Schwartz and Cohn LLP (the “**Firm**” or “**Honigman**”), a law firm with its principal office at 2290 First National Building, 660 Woodward Avenue, Detroit, Michigan 48226. The firm has other offices in Michigan.

2. I make this Supplemental Declaration in support of the Application Under 11 U.S.C. §§ 327(e) and 328 of the Debtors to Employ and Retain Honigman Miller Schwartz and Cohn LLP as Special Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date (the “**Application**”), and the Supplement To Application Under 11 U.S.C. §327(e) To Employ And

Retain Honigman Miller Schwartz and Cohn LLP As Special Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (the “**Supplement**”) and in supplement to the Declaration Of Robert B. Weiss And Disclosure Statement In Support Of The Application Under 11 U.S.C. §§327(e) And 328(a) To Employ And Retain Honigman Miller Schwartz and Cohn LLP As Special Counsel For The Debtors, *Nunc Pro Tunc*, To The Petition Date (the “**Weiss Declaration**”), to provide clarifications and additional information requested by the Office of the U. S. Trustee.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and if called as a witness, would testify to them.

4. Capitalized terms not defined herein have the meaning as defined in the Application.

5. The Special Counsel Matters include litigation. As of the date of this Supplemental Declaration, Honigman is representing the Debtors in the litigation described on Schedule 1 hereto. As described in Schedule 1, except with regard to litigation matters where Honigman is also representing non-debtor affiliates of the Debtors, it is expected that Honigman’s postpetition role in certain of the litigation will be limited to advising the courts in which the litigation was pending as of the Petition Date of the imposition of the automatic stay to the litigation. Honigman has not been asked to advise the Debtors on whether, or against whom, to bring actions to avoid transfers under Chapter 5 of the Bankruptcy Code, or to litigate actions to avoid transfers under Chapter 5 of the Bankruptcy Code.

6. The Special Counsel Matters include the representation of the Debtors in acquisitions and sales of certain assets. At present, Honigman is representing the Debtor in connection with the acquisition of assets from the estate of Delphi Corporation. Also, from time

to time in the course of Troubled Supplier Matters, Debtors acquire assets of the Troubled Supplier, such as non-customer owned tooling and specialized equipment. Honigman represents the Debtors in such acquisitions.

7. In connection with the sale to "New GM" (the "**Sale**") Honigman is interfacing closely with Debtor's purchasing staff on a broad array of purchasing issues, including but not limited to analyzing executory contracts, and working on assumption and assignment, recharacterization, cure costs and rejections. While Jenner & Block is handling virtually all of the Sale and real estate transfers for the Sale, Honigman is assisting on various issues relating to the Renaissance Center, the Millender Center, Beaubien Deck, Michigan transfer taxes and other local land matters. The other sales of assets with which Honigman is presently engaged are the sale of certain aircraft and the sale of Debtors' Saturn and Hummer brands and related assets.

8. Honigman will supplement the Weiss Declaration and this Supplemental Weiss Declaration if it is requested to represent Debtors in matters not described in Paragraph 1(a)-(j) of the Application or herein.

9. Honigman has not and will not represent any party other than Debtors in Debtors' bankruptcy cases. I have asked that the docket be periodically reviewed to determine whether any Firm clients or those who have been clients within the last 3 years have filed objections to the sale. I am advised that those parties who had objected to the sale through Docket No. 1189, who either are Firm clients or have been clients within the last three years or have similar names to persons or entities who are or have been clients of the Firm within the last three years are listed on Schedule 2 attached hereto. (Some objections relate solely to cure costs, and not the Sale itself). As stated above and in the Weiss Declaration, Honigman has not and will not

represent any party, other than the Debtors, including parties objecting to the Sale, with respect to Debtors or Debtors' cases.

10. As stated in the Weiss Declaration, in addition to the \$1 million retainer received February 26, 2009, Honigman holds a Troubled Supplier Matter fund (the "**Fund**"). Under its standard purchase order terms and conditions, General Motors Corporation ("**GM**") has a right to recover professional fees incurred as a result of the insolvency of a supplier and GM pursues these recoveries whenever possible. GM also has other agreements with certain of its suppliers that allow GM to recover its professional fees incurred in connection with the suppliers. In the ordinary course of business, GM debits (recoups from) amounts owing to its suppliers the amount of these professional fees and these amounts are paid to Honigman, to cover Honigman's professional fees and costs incurred on behalf of GM with respect to GM's financially troubled suppliers. Because of timing differences, debits may be processed after the fees and costs in question have been paid to Honigman from proceeds of other debits. Under its arrangements with GM, these accumulated amounts are held by Honigman and used to pay fees and costs incurred in connection with GM's financially distressed suppliers. This arrangement has been in place with GM for over 10 years. It has been reported to me by our accounting department that as of May 31, 2009, the balance of this Fund was \$583,394.66. While the Fund is subject to Honigman's rights as a secured creditor, it is property of Debtors' estate. Other Honigman fees outside the Troubled Supplier Matters are also paid under arrangements where the supplier was debited.

11. In addition to the entities on the Master Retention Checklist identified as Current Clients on Schedule 1 to the Weiss Declaration, MCI Communication Services, Inc. ("**MCI**") has recently become a Current Client. Honigman has not and will not represent MCI with

respect to the Debtors. Periodically, Honigman will update its disclosures if other entities on the Master Retention Checklist become Current Clients.

12. Honigman represents Ford Motor Company and certain of its affiliates in the following types of matters: environmental, federal income tax litigation, state tax issues, consumer product class action defense, contracting and contract disputes, labor, property tax work, Michigan real estate issues, licensing, some corporate work for a subsidiary and leveraged lease financing, environmental, labor, MIOSHA, contracting, contract disputes and state tax work for a joint venture.

13. Five Honigman attorneys or members of their households held stock in the Debtors as of the commencement of the case. Three of these attorneys do not work on the Firm's representation of the Debtors. The two attorneys who do work on the Firm's representation of the Debtors have agreed to sell or donate their stock to charity.

14. The hourly rates in Paragraph 18 of the Weiss Declaration contained an error. The discounted 2009 hourly rate of associate Seth Drucker is \$240 an hour.

15. If the hourly rates of the attorneys working on the representation of the Debtors change, Honigman will file supplements with the new hourly rates.

16. No promises have been received or made by Honigman as to payment of compensation in connection with this case, other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the local Bankruptcy Rules and the Guidelines. Honigman has not agreed with any other entity to share any compensation it received in Debtors' cases.

17. Based on the above, it is my belief that Honigman is a disinterested person under 11 U.S.C. § 327(e) with respect to the estates of the Debtors.

18. Honigman does not represent or hold an interest adverse to the Debtors of their estate with respect to Special Counsel Matters.

19. Honigman intends to apply for allowance of compensation for professional services rendered in this Chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and any applicable orders of this Court.

20. If it is brought to my attention that any information disclosed herein requires amendment or modification upon Honigman's completion of further review or as additional party in interest information becomes available to it, I intend to file supplemental declarations to the Court reflecting such additional, amended or modified information.

21. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

/s/ Robert B. Weiss
Robert B. Weiss

Executed in Detroit, Michigan
on June 23, 2009.

DETROIT.3662054.10

SCHEDULE 1

LITIGATION

1. Honigman represents General Motors Corporation ("GM") as the petitioner in the Michigan Tax Tribunal of the property tax assessment appeals described below:

<u>PETITIONER</u>	<u>RESPONDENT</u>	<u>MICHIGAN TAX TRIBUNAL DOCKET NO.*</u>	<u>MATTER</u>
General Motors Corporation	Lansing Twp.	333773	Tax Appeal
General Motors Corporation	Lansing Twp.	335057	Tax Appeal
General Motors Corporation	Lansing	336088	Tax Appeal
General Motors Corporation	Lansing	336089	Tax Appeal
General Motors Corporation	Lansing Twp.	337154	Tax Appeal
General Motors Corporation	Pontiac	346546	Tax Appeal
General Motors Corporation	Pontiac	346558	Tax Appeal
General Motors Corporation	Pontiac	346560	Tax Appeal
General Motors Corporation	Pontiac	346563	Tax Appeal
General Motors Corporation	Flint	346570	Tax Appeal
General Motors Corporation	Flint	346582	Tax Appeal
General Motors Corporation	Flint	346583	Tax Appeal
General Motors Corporation	Flint	346585	Tax Appeal
General Motors Corporation	Flint	346588	Tax Appeal
General Motors Corporation	Flint	346591	Tax Appeal
General Motors Corporation	Flint	346592	Tax Appeal
General Motors Corporation	Flint	346594	Tax Appeal
General Motors Corporation	Pontiac	346602	Tax Appeal
General Motors Corporation	Pontiac	346619	Tax Appeal
General Motors Corporation & Grand Pointe Holdings, Inc.	Grand Blanc Twp.	347259	Tax Appeal
General Motors Corporation	Romulus	362689	Tax Appeal
General Motors Corporation	Romulus	362690	Tax Appeal
General Motors Corporation	Romulus	362692	Tax Appeal
General Motors Corporation	Lansing	363420	Tax Appeal
General Motors Corporation	Lansing	363422	Tax Appeal
General Motors Corporation	Ypsilanti Twp.	09-1236	Tax Appeal
General Motors Corporation	Romulus	09-1237	Tax Appeal
General Motors Corporation	Bay City	09-1238	Tax Appeal
General Motors Corporation	Warren	09-1239	Tax Appeal
General Motors Corporation	Swartz Creek	09-1240	Tax Appeal
General Motors Corporation	Warren	09-1241	Tax Appeal
General Motors Corporation	Milford Twp.	09-1242	Tax Appeal
General Motors Corporation	Pontiac	09-1243	Tax Appeal
General Motors Corporation	Saginaw	09-1244	Tax Appeal
General Motors Corporation	Pontiac	09-1245	Tax Appeal
General Motors Corporation	Pontiac	09-1246	Tax Appeal

<u>PETITIONER</u>	<u>RESPONDENT</u>	<u>MICHIGAN TAX TRIBUNAL DOCKET NO.*</u>	<u>MATTER</u>
General Motors Corporation	Pontiac	09-1247	Tax Appeal
General Motors Corporation	Swartz Creek	09-1248	Tax Appeal
General Motors Corporation	Saginaw	09-1249	Tax Appeal
General Motors Corporation	Saginaw	09-1250	Tax Appeal
General Motors Corporation	Pontiac	09-1251	Tax Appeal
General Motors Corporation	Wyoming	09-1252	Tax Appeal
General Motors Corporation	Grand Blanc	09-1253	Tax Appeal
General Motors Corporation	Romulus	09-1254	Tax Appeal
General Motors Corporation	Grand Blanc Twp.	09-1255	Tax Appeal
General Motors Corporation	Grand Blanc Twp.	09-1256	Tax Appeal
General Motors Corporation	Pontiac	09-1257	Tax Appeal
General Motors Corporation	Brighton Twp.	09-1258	Tax Appeal
General Motors Corporation	Pontiac	09-1259	Tax Appeal
General Motors Corporation	Pontiac	09-1260	Tax Appeal
General Motors Corporation	Warren	09-1262	Tax Appeal
General Motors Corporation	Lansing	09-1263	Tax Appeal
General Motors Corporation	Orion Twp.	09-1264	Tax Appeal
General Motors Corporation	Hamtramck	09-1265	Tax Appeal
General Motors Corporation	Waterford Twp.	09-1266	Tax Appeal
General Motors Corporation	Lansing	09-1267	Tax Appeal
General Motors Corporation	Detroit	09-1268	Tax Appeal
General Motors Corporation	Flint	09-1269	Tax Appeal
General Motors Corporation	Detroit	09-1270	Tax Appeal
General Motors Corporation	Flint	09-1271	Tax Appeal
General Motors Corporation	Detroit	09-1272	Tax Appeal
General Motors Corporation	Detroit	09-1273	Tax Appeal
General Motors Corporation	Flint	09-1274	Tax Appeal
General Motors Corporation	Detroit	09-1275	Tax Appeal
General Motors Corporation	Detroit	09-1276	Tax Appeal
General Motors Corporation & Grand Point Holdings, Inc.	Grand Blanc Twp.	09-1277	Tax Appeal
General Motors Corporation	Romulus	09-1283	Tax Appeal
General Motors Corporation	Romulus	09-1284	Tax Appeal
General Motors Corporation	Romulus	09-1285	Tax Appeal
General Motors Corporation	Romulus	09-1318	Tax Appeal
General Motors Corporation	Livonia	09-1325	Tax Appeal
General Motors Corporation	Flint	09-1538	Tax Appeal
General Motors Corporation	Flint	09-1539	Tax Appeal

The six digit numbers beginning with 3 are internal tracking numbers because Honigman has not yet received the docket numbers assigned to those appeals by the Michigan Tax Tribunal.

2. Honigman represents GM in General Motors Corporation v Department of Treasury, State of Michigan, No. 07-151-MT (Court of Claims, State of Michigan) and a motion for interlocutory appeal therefrom in the Michigan Court of Appeals.

3. Honigman represents the plaintiffs and counter-defendants in breach of contract litigation in General Motors Corporation, GM de Mexico S. de R.L. de C.V., and GM of Canada Ltd. v. Albert Weber GmbH and Weber Automotive Corporation, Case No. 2:08-cv-12671 (Eastern District of Michigan).

4. Honigman is representing GM in the bankruptcy of In re Bill Heard Enterprises, Inc., in the Bankruptcy Court in the Northern District of Alabama, and several contested matters and adversary proceeding arising out of that bankruptcy. The disputes primarily relate to whether GM has the right to setoff or recoup against amounts claimed to be owing and rights and priority in sale proceeds.

5. The following are actions where Honigman's role is expected to be limited to advising the Court where the case was pending as of the commencement of the case of automatic stay:

- (a) H.S. Die Engineering Co. v. General Motors Company, Adv. P. No. 09-04660, (Bankr. E.D. Mich).
 - This is a tooling rights action.
- (b) Plastic Mold Technology, Inc. v. General Motors Corporation, Plastech Engineered Products, Inc., et al., Adv. P. No. 08-04869, (Bankr. E.D. Mich).
 - This is a tooling rights action.
- (c) John N. Grahm, Trustee for High Tech Packaging, Inc., v. General Motors Corp., Case No. 08-32520, Adversary Case No. 09-3019, ((Bankr. N.D. Ohio).
 - Collection action.

- (d) Robert Michael Atwell, individually and on behalf of all others similarly situated, v. Cupp Chevrolet, Inc. and General Motors Corporation; Civil Action No. 08-922; United States District Court, Eastern District of Missouri, Eastern Division.

- This is a putative class action contending that all Chevrolet Avalanches suffer from a design defect.

- (e) Riley Technologies, LLC v. General Motors Corporation; Civil Action No. 5:09-CV-21; United States District Court, Western District of North Carolina, Statesville Division.

- The action raises breach of contract and related claims regarding homologation of a Corvette for racing.

- (f) Kai Jensen, as Personal Representative of the Estate of Frederick Jensen, deceased v. General Motors Corporation; Case No. 09-101133-CK; Oakland County Circuit Court, Michigan.

- Wrongful death action.

- (g) Marcus Jolly, et al v. General Motors Corporation, Guide Louisiana, LLC, and Guide Corporation, Case No. 09-1987; 4th Judicial District Court for the Parish of Ouachita, Louisiana.

- Personal injury action for exposure to noise.

- (h) T.A. Systems, Inc. v. Cadence Innovation LLC, et al., Adv. Pro. No. 09-50125 (Bankr. D. Del.).

- Determine rights in tooling.

- (i) T.A. Systems, Inc. v. Albar Industries, No. 09-041421-PC (Lapeer County Circuit Court, State of Michigan)

- Determine rights in tooling.

6. Litigation where we represent a subsidiary of General Motors Corporation:

- (a) Motor Enterprises, Inc. v. Chieftain, Inc., et al., No. 06-077421 (Circuit Court for Oakland County, State of Michigan).

- Collect guaranty, enforce settlement agreement.

- (b) Leonard J. Brzozowski v. Troy R. Taylor et al; Circuit Court for the County of Wayne, State of Michigan.

- Represent Motion Enterprises, Inc. in connection with nonparty discovery
- (c) John H. Graham, Trustee for High Tech Packaging, Inc. v. Saturn Corporation, Adv. Pro. No. 09-3021 (Bankr. N.D. Ohio).
- Collection action.

7. Honigman is defending an affiliate of the Debtors, GM-DI Leasing Corporation, in a breach of contract action, ImagePoint, Inc. v. GM-DI Leasing Corporation; Case No. 09-31225, Adversary Proceeding No. 09-03070; United States Bankruptcy Court, Eastern District of Tennessee, Knoxville.

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SCHEDULE 2

	The following persons or entities who filed objections to the Sale (or to the cure costs associated with the Sale) either are clients or have been clients within the last three years or have similar names to persons or entities who are clients or were clients within the last three years
Docket No.	Objecting Creditor
640	BASF Corporation
679	BP Products North America Inc. and BP Corporation North America Inc.
682	Canadian National Railway Company and its subsidiaries
688	CSX transportation, Inc.
697	Superior Acquisition, Inc. d/b/a Superior Electric Great Lakes Company
704	Citation Corporation, Citation Castings, LLC, Hi-Tech Corporation and Citation Marion
706	Granger Electric Company
714	Alcoa Inc.
739	SCG Capital Corporation
753	Kongsberg Automotive, Inc., Kongsberg Driveline Systems I, Inc., Kongsberg Driveline Systems S de RL de CV, Kongsberg Interior Systems S de RL de CV, Kongsberg Automotive S de RL de CV, Kongsberg Power Product Systems 1, Inc., Kongsberg Driveline Systems GmbH, Kongsberg Holding II LLC
758	DENSO International America, Inc.
792	Compuware Corporation
814	Hayman Management Co. and South Troy Tech, LLC
817	EQ - The Environmental Quality Company
834	R.L. Polk & Co.
838	United States Steel Corporation
841	BorgWarner, Inc.
852	The Dow Chemical Company, Dow Chemical Canada ULC and Essex Specialty Products LLC
855	Ogihara America Corporation
859	Emerson Electric Company including Numatics, Incorporated, Instrument & Valve Services Company, Branson Ultrasonics Corporation, High Voltage Maintenance Corporation, Therm-O-Disc, Incorporated, Emerson Electric (Shenzhen) Co., Ltd., Emerson Appliance Solutions (Shenzhen) Co., Ltd., Controles Electromecanicos de Mexico S.A. de C.V., Sweco Inc., Emerson Process Management, Wiegant Component Technologies and Emerson Motor Technologies
868	E.I. du Pont de Nemours and Company

SCHEDULE 2

Docket No.	Objecting Creditor
888	FedEx Ground Package Systems, Inc.
906	AT&T Corp.
916	Behr America Inc.
919	Behr GmbH & Co. KG
932	Cintas Corporation
945	Fleet-Car Lease, Inc. dba Fleet Car Carriers
965	SKF USA Inc.
975	The Hertz Corporation
985	Verizon Communication
995	SRG Global, Inc., Guardian Automotive, Inc., Ionian Corporation, Guardian Automotive Corporation, Guardian Automotive Trim, Inc., Siegel-Robert Automotive, Siegel-Robert, Inc., S-R of Kentucky, Inc. and Siegel-Robert Automotive (Suzhou) Co., Ltd.
1001	Praxair, Inc. and Praxair Distribution Inc.
1006	TRW Automotive U.S. LLC
1012	Federal Broach & Machine Company, LLC
1056	Yahoo! Inc.
1060	Cadillac Products Automotive Company
1061	Veolia Water Partners VI, LLC
1087	Honeywell International Inc.
1096	The Barnes Group Inc., Associated Springs Division, and Seeger-Orbis GmbH & Co. OHG
1100	Lear Corporation
1104	The Timken Company
1112	Hewlett-Packard Company and Electronic Data Systems, LLC
1115	Hewlett-Packard Financial Services Company
1127	Webasto Roof Systems, Inc.
1141	Cisco Systems Capital Corporation
1143	GE Capital Corporation
1152	Campagnie de Saint-Gobain
1164	Praxair, Inc. and Niject Services Company
1167	The Interpublic Group of Companies, Inc.
1170	Mando Corporation
1178	Project Management Services, Inc.
1179	Panasonic Automotive Systems Company of America, Division of Panasonic Corporation of North America, fka Matsushita Electric Corp. of America
1182	The City of Lansing, Michigan
1183	Cisco Systems Inc.
1185	The Detroit Edison Company and Michigan Consolidated Gas Company
1189	QEK Global Solutions (US) LP